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READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

Approved by OMB
306n-0589
Page No. 1 of 3

(1) LOCKBOX # 979091		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) John L. Clark		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,050.00	
(4) STREET ADDRESS LINE NO. 1 505 Sansome Street, Ninth Floor			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY San Francisco		(7) STATE CA	(8) ZIP CODE 94111
(9) DAYTIME TELEPHONE NUMBER (include area code) 415-765-8443		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0012405973		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Wilcon Holdings, LLC			
(14) STREET ADDRESS LINE NO. 1 624 South Grand Avenue, Suite 1200 c/o IX2			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Los Angeles		(17) STATE CA	(18) ZIP CODE 90017
(19) DAYTIME TELEPHONE NUMBER (include area code) 213-542-0100		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0021438809		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CDT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$1,050.00	(27A) TOTAL FEE \$1,050.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	

PAID BY CREDIT CARD

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GOODIN,
MACBRIDE,
SQUERI, DAY &
LAMPREY, LLP

John L. Clark, Attorney at Law

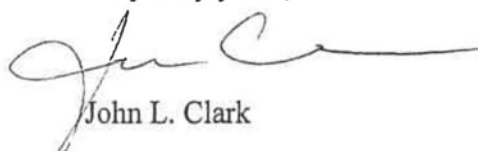
February 7, 2012

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau Applications
P.O. Box 979091
St. Louis, MO 63197-9000

Re: Application for Approval of Transfer of Control of Wilshire Connection, LLC and NTC Holdings, LLC to Wilcon Holdings, LLC Pursuant to Section 214 of the Communications Act of 1934, as Amended.

Enclosed for filing are the original and six copies of the above-identified application, along with a completed Fee Remittance Form 159. As noted, the filing fee is being paid by credit card. After filing this application, please return a date-stamped copy to me in the enclosed self-addressed stamped envelope. Thank you very much.

Very truly yours,



John L. Clark

Enclosures

3495/001/X137108.v1

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of

**Wilshire Connection, LLC
NTC Network, LLC**

and

Wilcon Holdings, LLC

Application for Approval of Transfer of Control
of Carriers Holding Domestic Authority Under
Section 214 of the Communications Act of 1934,
as amended.

WC Docket No. _____

APPLICATION

Wilshire Connection, LLC ("Wilshire"), NTC Network, LLC ("NTC"), and Wilcon Holdings, LLC ("Wilcon"), collectively "Applicants," hereby request, pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.04 of the Commission's Rules, 47 C.F.R. § 63.04, authority for a transfer of control of Wilshire and its wholly-owned subsidiary, NTC, to Wilcon.

The proposed transfer of control will be carried out pursuant to a "Membership Interest Purchase Agreement," under which, 100% of the membership, financial, and other interests in Wilshire will be transferred from its current members to Wilcon in exchange for cash payments, as specified in the agreement. Wilcon will thereby acquire 100% direct ownership and control of Wilshire, along with 100% indirect ownership and control of NTC, which will remain a wholly-owned subsidiary of Wilshire. Following the consummation of this transaction,

Wilshire and NTC will continue to provide domestic interstate and intrastate services to their existing customers under existing service arrangements. Accordingly, the transaction will be transparent to customers.

II. SECTION 63.04 INFORMATION

Information addressing the requirements set forth in Commission Rule

63.04(a)(1)-(12) (47 C.F.R. § 63.04(a)(1)-(12), is as follows:

(1) Names, Addresses, and Telephone Numbers of Applicants

(i) Wilcon (Transferee); FRN 0021438809

Wilcon Holdings, LLC
624 South Grand Avenue, Suite 1200 c/o IX2
Los Angeles, CA 213-542-0100
Tel: 213-542-0100

(ii) Wilshire (Transferor/Licensee); FRN 0006545958

Wilshire Connection, LLC
818 W. 7th Street, Suite 410
Los Angeles, CA 90017
Tel: 213-213-8500

(iii) NTC (Licensee); FRN 0008058307

NTC Network, LLC
818 W. 7th Street, Suite 410
Los Angeles, CA 90017
Tel: 213-213-8500

(2) Jurisdiction of Organization

- (i)** Wilcon is a Delaware limited liability company.
- (ii)** Wilshire is a Delaware limited liability company.
- (iii)** NTC is a California limited liability company.

(3) Contact Information

All correspondence and other communications concerning this application should be directed to:

John L. Clark
Goodin, MacBride, Squeri
Day & Lamprey, LLP
505 Sansome Street, 9th Floor
San Francisco, California 94111
Tel: 415-765-8443
Fax: 415-398-4321
E-mail: jclark@goodinmacbride.com

and

Douglas D. Orvis II
Bingham McCutchen, LLP
2020 K Street NW
Washington, DC 20006
Tel: (202) 373-6000
douglas.orvis@bingham.com

(4) Ownership Information

(i) **Wilcon:** The ownership structure of Wilcon is described below and is depicted in the ownership chart attached as Exhibit A. Following consummation of the proposed transaction each person or entity will also hold, through their interests in Wilcon, the same attributed percentage interests in Wilshire and NTC

The following entities directly hold 10% or greater equity ownership interests in Wilcon:

Name and Address	Citizenship	Principal Business	Percentage Direct Ownership of Wilcon
Pamlico Capital Fund II, L.P. 150 N. College Street, Suite 2400 Charlotte, NC 28202	United States	Investment Fund	77%
Pamlico Capital Co-Invest Fund II, L.P. 150 N. College Street, Suite 2400 Charlotte, NC 28202	United States	Investment Fund	23%

Pamlico Capital Fund II, L.P. is controlled by its general partner, Pamlico Capital GP II, LLC, a Delaware limited liability company. Pamlico Capital GP II, LLC's equity ownership interest in Pamlico Capital Fund II, L.P. is 1%.

Pamlico Capital Co-Invest Fund II, L.P. is controlled by its general partner, Pamlico Capital Co-Invest GP II, LLC, a Delaware limited liability company. Pamlico Capital Co-Invest GP II, LLC's equity ownership interest in Pamlico Capital Co-Invest Fund II, L.P. is 2.5%.

Pamlico Capital Co-Invest GP II, LLC and Pamlico Capital GP II, LLC are both controlled by a Board of Managers consisting of the following persons, none of whom holds a 10% or greater indirect or direct equity ownership interest in Wilcon¹:

Name and Address	Citizenship	Principal Business
Scott B. Perper 150 N. College Street, Suite 2400 Charlotte, NC 28202	United States	Private Equity Manager
Frederick W. Eubank, II 150 N. College Street, Suite 2400 Charlotte, NC 28202	United States	Private Equity Manager
L. Watts Hamrick, III 150 N. College Street, Suite 2400 Charlotte, NC 28202	United States	Private Equity Manager

¹ Scott B. Perper, Frederick W. Eubank, II, and L. Watts Hamrick, III each owns a 10% or greater equity interest in Pamlico Capital Co-Invest GP II, LLC and Pamlico Capital GP II, LLC. In addition, Walker C. Simmons and Arthur C. Roselle, each U.S. citizens, and Huntley Place Investment II, LLC, a U.S. entity controlled by L. Watts Hamrick, III, each also owns a non-voting 10% or greater interest in Pamlico Capital Co-Invest GP II, LLC and Pamlico Capital GP II, LLC.

The following entity holds a 10% or greater equity ownership interest in Pamlico Capital Fund II, L.P.:

Name and Address	Citizenship	Principal Business	Percentage Attributed Ownership of Wilcon
Wachovia Investors, Inc. 600 California Street San Francisco, CA 94108	United States	Investment Fund	100%

No person or entity holding an equity ownership interest in Pamlico Capital Co-Invest Fund II, L.P. holds an interest that, alone or in combination with interests held in any other entity, would amount to a 10% or greater attributable equity or control interest in Wilcon Holdings, LLC.

The following entity holds 10% or greater equity ownership interest in Wachovia Investors, Inc.:

Name and Address	Citizenship	Principal Business	Percentage Attributed Ownership of Wilcon
Wells Fargo & Company 600 California Street San Francisco, CA 94108	United States	Banking	100%

No person or entity holds a 10% or greater equity interest in Wells Fargo and Company.

No person or entity, other than as identified herein, can be attributed with a 10% or greater direct or indirect equity ownership or control interest in Wilcon.

(ii) **Wilshire**: After consummation of the proposed transaction, Wilshire will be a wholly-owned subsidiary of Wilcon. The following persons and entities currently hold 10% or greater direct equity ownership or control interests in Wilshire:

Name and Address	Citizenship	Principal Business	Percentage Direct Ownership/Control of Applicant
Goodwin Gaw c/o 818 W. 7 th Street, Suite 410 Los Angeles, CA 90017	Hong Kong Special Administrative Region	Real Estate	40%
Telecom Asset Management Company, Inc. c/o Williams & Ribb Accounting 600 Wilshire Blvd. Suite 1515 Los Angeles CA 90017	United States	Technology Real Estate	30%
City Resources, Inc. 818 W. 7 th Street, Suite 410 Los Angeles CA 90017	United States	Real Estate	25%

The following persons hold 10% or greater beneficial ownership interests in Telecom Asset Management Company, Inc.: Mark Messana and Dan Brown. Both are United States citizens and may be contacted at the address shown for Telecom Asset Management Company.

The following persons hold 10% or greater beneficial ownership interests in City Resources, Inc.: Eric Bender and Willy Ma. Both are United States citizens and may be contacted at the address shown for City Resources, Inc.

No person or entity, other than as identified above, can be attributed with a 10% or greater direct or indirect equity ownership or control interest in Wilshire.

(iii) **NTC**: NTC is a wholly-owned subsidiary of Wilshire and will continue to be so held after consummation of the proposed transaction.

(5) Certifications

As evidenced by the certifications attached to this application, each applicant certifies under penalty of perjury under the laws of the United States that that neither it nor any affiliate is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.

(6) Description of Transaction

As noted above, the proposed transfer of control will be carried out pursuant to a "Membership Interest Purchase Agreement," under which, 100% of the membership, financial, and other interests in Wilshire will be transferred from its current members to Wilcon in exchange for cash payments, as specified in the agreement. Wilcon will thereby acquire 100% direct ownership and control of Wilshire, along with 100% indirect ownership and control of NTC, which will remain a wholly-owned subsidiary or Wilshire.

(7) Geographic Areas Served and Types of Service

(i) **Wilcon:** Wilcon was formed for the purpose of acquiring and holding Wilshire and NTC. Wilcon does not currently provide, either directly or indirectly, any telecommunications services. Wachovia Investments, Inc., which holds a 63.7% beneficial ownership interest in Wilcon (or a 100% ownership interest under the Commission's ownership attribution rule), also holds 10% or greater ownership interests in the following telecommunications providers, which collectively provide service in numerous regions of the United States:

Light Tower Fiber LLC/ Open Access Acquisition, LLC (FRN: 0017625567)
Light Tower Fiber Long Island LLC (FRN: 0020165080)

Hudson Valley DataNet, LLC (FRN: 0008399032)
Connecticut DataNet, LLC (FRN: 0011417037)
New Jersey DataNet Telecom LLC (FRN: 0014849343)
Verosity Technology Partners, LLC (FRN: 0016415762)
CCG Communications, LLC (FRN: 0015154982)
Integrated Broadband Services (FRN: 0019918341)
ALEC, Inc. (FRN: 0017091562)
Singlepipe Communications, Inc. (FRN: 0016315418)

(ii) **Wilshire and NTC:** Wilshire and NTC, operating on a consolidated basis under the “Wilshire Connection” name, provide “last-mile” transport and interconnection facilities between multiple colocation facilities and carrier hotels in the downtown Los Angeles area for use by telecommunication carriers, internet access providers, and other high bandwidth users. Wilshire Connection customers may lease conduit or dark fiber, or contract for transport services from Wilshire Connection. Wilshire Connection also provides premier quality colocation space in downtown Los Angeles.

(8) **Eligibility for Streamlined Processing**

This application is eligible for streamlined processing under Section 63.03 of the Commission’s Rules, 47 CFR § 63.03, because the proposed transaction would result in the Wilcon, the transferee, having a less than 10% share in the interstate, interexchange market, the transferee would provide competitive telephone exchange services or exchange services, if any, exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transactions, and none of the applicants is dominant with respect to any service. *See* 47 C.F.R. § 63.03(b)(2)(i).

(9) **Other Commission Applications**

There are no other Commission applications relating to the proposed transaction.

(10) **Special Consideration**

Applicants are not seeking special consideration of this application; no applicant

is facing imminent business failure.

(11) Waiver Requests

Applicants are not seeking any waivers in conjunction with this application.

(12) Public Interest

This transaction is in furtherance of private investment decisions by Wilshire's owners to sell their interests in order to allow them to redeploy their capital into other ventures or investments. Wilcon and its investors, on the other hand, is seeking to acquire Wilshire and NTC because doing so is consistent with the plans of its investors, who view the proposed transaction as a significant business opportunity.

Wilcon is financially-sound and will have the ability to ensure that Wilshire and NTC are managed and operated by a highly-experienced and capable team of telecommunications professionals. Following consummation of the transaction, affected customers will continue to receive telecommunications service under existing service and contractual arrangements, without change or disruption.

For these reasons, Applicants respectfully submit that this application is in the public interest and should be granted without delay.


CONCLUSION

As demonstrated in this application, Applicants submit that the public interest, convenience, and necessity would be furthered by a grant of this application.

Respectfully submitted this 7th day of February 2012.

GOODIN, MACBRIDE, SQUERI,
DAY & LAMPREY, LLP
John L. Clark
505 Sansome Street, Suite 900
San Francisco, California 94111
Telephone: (415) 765-8443
Facsimile: (415) 398-4321
E-Mail: jclark@goodinmacbride.com

By


John L. Clark

Attorneys for Applicants

LIST OF ATTACHMENTS

Certification of Transferors

Certification of Transferee

Exhibit A – Transferee Ownership Structure

CERTIFICATION OF NTC NETWORK, LLC

I hereby certify that the statements in the foregoing application on behalf of NTC Network, LLC are true, complete, and correct to the best of my knowledge and are made in good faith. I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

NTC Network, LLC

By: 

Name: ERIC M. BENDER

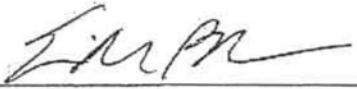
Title: PRESIDENT

Date: 2/7/12

CERTIFICATION OF WILSHIRE CONNECTION, LLC

I hereby certify that the statements in the foregoing application on behalf of Wilshire Connection, LLC are true, complete, and correct to the best of my knowledge and are made in good faith. I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Wilshire Connection, LLC.

By: 

Name: ERIC BENDER

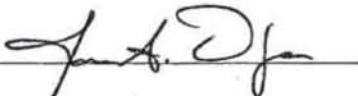
Title: PRESIDENT

Date: 2/7/12

CERTIFICATION OF WILCON HOLDINGS, LLC

I hereby certify that the statements in the foregoing application on behalf of Wilcon Holdings, LLC are true, complete, and correct to the best of my knowledge and are made in good faith. I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Wilcon Holdings, LLC

By: 

Name: Jon A. DeLuca

Title: CEO

Date: 2-7-12

EXHIBIT A

